

WYATT, TARRANT & COMBS

1500 NASHVILLE CITY CENTER

511 UNION STREET

NASHVILLE, TENNESSEE 37219-1750

615 244-0020

FAX: 615 256-1726

CITIZENS PLAZA
LOUISVILLE, KY 40202-2898
502 589-5235

1700 LEXINGTON FINANCIAL CENTER
LEXINGTON, KY 40507-1746
606 233-2012

TAYLOR-SCOTT BUILDING
FRANKFORT, KY 40601-1807
502 223-2104

ELSBY BUILDING
NEW ALBANY, IN 47150-3440
812 945-3561

29 MUSIC SQUARE EAST
NASHVILLE, TN 37203-4322
615 255-6161

313 E. MAIN STREET, SUITE 1
HENDERSONVILLE, TN 37075-2546
615 822-8822

6800 POPLAR AVENUE, SUITE 200
MEMPHIS, TN 38138-7445
901 537-1000

WRITER'S DIRECT DIAL NUMBER

615 251-6745
sjacobs@wyattfirm.com

February 15, 2000

Mr. K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

00-00112

Re: Application of OnePoint Communications, Inc. for a Certificate of Convenience and Necessity to Provide Local Exchange, Exchange Access, and Interexchange Telecommunications Services throughout the State of Tennessee

Dear Mr. Waddell:

Enclosed, please find for filing, the Application of OnePoint Communications for a Certificate of Convenience and Necessity, as referenced above, along with 13 additional copies as required by the Tennessee Regulatory Authority.

Also enclosed are two exhibits to be filed under seal.

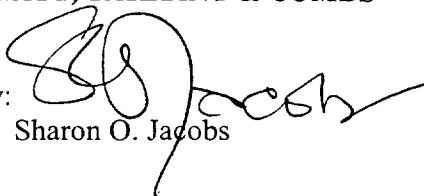
Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact either me or Knox Walkup at (615) 244-0020.

Respectfully submitted,

WYATT, TARRANT & COMBS

By:

Sharon O. Jacobs



RECEIVED
FEBRUARY 15, 2000

FEB 15 AM 11 05

EXECUTIVE SECRETARY

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

In the Matter of the Application of)
)
ONEPOINT COMMUNICATIONS, INC.)
)
for a Certificate of Public Convenience)
and Necessity to Provide Local Exchange,)
Exchange Access, and Interexchange)
Telecommunications Services)
Throughout the State of Tennessee)

Docket No.

00-00112

APPLICATION

I. INTRODUCTION

Pursuant to the provisions of T.C.A. §§ 65-4-201, Administrative Rules Chapter 1220-4-8, and the federal Telecommunications Act of 1996 ("Federal Act" or "Act"), 47 U.S.C. § 251 et seq., OnePoint Communications, Inc. ("OnePoint" or "Applicant") hereby files this application for a Certificate of Public Convenience and Necessity to provide facilities-based and resold local exchange, exchange access, and interexchange telecommunications services throughout the State of Tennessee.

Consistent with the objectives of the Federal Act, the Tennessee Regulatory Authority ("Authority") has adopted a policy favoring competition in all telecommunications markets,

recognizing that it is in the public interest to develop effective competition to ensure that all consumers, residential and business, will have access to high quality, low-cost, and innovative telecommunications services, regardless of the chosen service provider.

OnePoint currently is the leading CLEC provider of communications services for residents of apartment communities in other states. OnePoint provides bundled local and long distance telephone, as well as high speed internet service to residential multiple dwelling units. OnePoint, will utilize a combination of its own facilities, as well as leased facilities to provide telecommunications services to its Tennessee customers. Lease facilities may include such things as local loops, shared central office space, private lines, access lines, frame relay and DSL technologies. Use of a particular service will depend upon the supported application for the end user and the availability of that service.

II. DESCRIPTION OF THE APPLICANT AND LEGAL AUTHORITY

1. Applicant's legal name is OnePoint Communications, Inc. OnePoint Communications is a limited liability company established pursuant to the Limited Liability Company Act of the State of Delaware. Attached hereto as Exhibit 1 is a list of names, addresses, and backgrounds of all principal owners and managers of OnePoint. Applicant maintains its principal place of business at:

OnePoint Communications, Inc.
2201 Waukegan Road, Suite W-100
Bannockburn, Illinois 60015

2. All correspondence, notices, inquiries or other communications pertaining to this application should be addressed to:

Sharon O. Jacobs, Esq.
John Knox Walkup, Esq.
Wyatt, Tarrant & Combs
1500 Nashville City Center
511 Union Street
Nashville, TN 37219
Tel: (615) 244-0020
Fax: (615) 256-1726

3. Questions concerning the ongoing operations of OnePoint Communications, Inc. following certification should be directed to:

Richard Kolb
OnePoint Communications - Colorado, LLC
2201 Waukegan Road, Suite W-100
Bannockburn, Illinois 60015
Tel: (847) 374-3734
Fax: (847) 374-3701

4. OnePoint Communications, Inc.'s principal officers are:

- [1] William Wallace, President and COO
- [2] John Stavig, CFO
- [3] William McMoil, Controller
- [4] Joanne E. DiGuido, Corporate Secretary

5. While OnePoint Communications, Inc. does not have corporate offices in Tennessee at this time, OnePoint plans to open offices in Tennessee upon receipt of certification.

6. OnePoint Communications, Inc. is a limited liability corporation organized under the laws of Delaware. Attached hereto as Exhibit 2 is a copy of OnePoint's limited liability company certificate issued by the State of Delaware on February 27, 1997 indicating the date of OnePoint's creation. A copy of the Company's authorization to transact business in the State of Tennessee is

attached hereto as Exhibit 3. A copy of the Articles of Incorporation setting forth arrangements as to the business and management of the Applicant is attached as Exhibit 4.

7. The incorporators of OnePoint Communications are VenCom, Inc. LLC and Jim Otterbeck. See Exhibit 4. OnePoint is presently authorized to provide resale telecommunications services in Arizona, Tennessee, Florida, South Carolina, Illinois, Georgia, Maryland, Virginia, Delaware, Pennsylvania, North Carolina, Colorado and the District of Columbia. OnePoint is also currently certificated but not yet operating as facilities based provider in Colorado, Georgia, Pennsylvania, Illinois, Arizona, Virginia, North Carolina, South Carolina and Florida.

The most recent audited consolidated statements of operations, statements of comprehensive income, consolidated balance sheets, consolidated statements of unitholder's/stockholder's equity, consolidated statements of cash flow, notes to consolidated financial statements, income statements and statements of retained earnings are proprietary and shall remain sealed in the public files as Exhibit 5. OnePoint will not have any revenues or assets of its own in Tennessee until after receipt of certification. The balance sheet represents the financial position of the Company to enter the Tennessee market. OnePoint currently operates in twelve states plus the District of Columbia.

OnePoint Communications, is a closely held corporation. OnePoint provides the Report of the Independent Auditors to further support the financial capabilities of the company are proprietary and shall remain sealed in the public files as Exhibit 6. OnePoint Communications, Inc.'s financial statements indicate it has the capital necessary to fulfill any obligations it may undertake with respect to the provision of local exchange service in Tennessee. Therefore, in support of OnePoint's application, provided as Exhibit 7, is a copy of the business plan. Exhibits 5, 6, and 7 are offered to demonstrate OnePoint's financial ability to provide the proposed service.

8. OnePoint Communications, Inc. is managerially qualified to provide local exchange and interexchange telecommunications services within the State. Attached hereto is a summary of the Management Team for OnePoint. Descriptions of the backgrounds of OnePoint Communications, Inc.'s principal officers, which demonstrate the extensive experience and expertise of OnePoint's management team, are attached hereto as Exhibit 8.

9. Applicant is technically qualified to provide local exchange, exchange access, and interexchange telecommunications service in this State. By employing state-of-the-art technology, including a Class 5 switch with Lucent Pathstar or some equivalent, applicant believes that its services will be equal in quality, if not superior, to those of existing local exchange companies.

10. Applicant is familiar with and will adhere to all applicable Authority rules, policies and orders governing the provision of local exchange and interexchange telecommunications services.

III. PROPOSED SERVICES

1. OnePoint Communications, Inc. proposes to provide competitive local exchange, exchange access, and interexchange service throughout the State of Tennessee. OnePoint currently is the leading CLEC provider of communications services for residents of apartment communities in other states. OnePoint provides bundled local and long distance telephone, as well as high speed internet service to residential multiple dwelling units. Initially, OnePoint plans to replicate its exclusive marketing, residential multiple dwelling unit resale approach in Tennessee. OnePoint plans to initially deploy a Class 5 switch functionally in the Nashville area with Lucent Pathstar or equivalent with interoffice facilities self constructed or Bell South provision UNEs in Nashville.

OnePoint Communications, Inc. plans to expand into other markets in Tennessee over the next five years.

2. OnePoint Communications, Inc. intends to provide the following services to customers in Tennessee:

- a. Advance features offered and provided to residential customers.
- b. Local exchange services
- c. InterLATA toll.
- d. IntraLATA toll subject to certain limitations.
- e. Switched access subject to certain limitations.
- f. Non-optional operator services.

3. OnePoint Communications, Inc. will provide the following to customers in Tennessee:

- a. Advanced Services (e.g. Caller ID, Caller ID with Name, Automatic Call Back, Multi-Party conference Service) will be provisioned from software resident in the switch.
- b. Premium Services (e.g. high speed Internet access) will be provisioned from SLAM line equipment integrated in the local service access equipment.
- c. Toll service will be via direct connection to the out source provider of OnePoint Communications Long Distance or to the customers carrier of choice through the ILEC access tandem.
- d. Non-Optional operator services will be through OnePoint communications out sources service provider.
- e. Switched access will be from the OnePoint Communications Class 5 switch with carrier direct connections or through the nearest access tandem.

4. Attached hereto as Exhibit 9 is OnePoint Communications, Inc.'s Interconnection Agreement with BellSouth and the accompanying long distance tariff and local tariff and price.

5. Attached hereto as Exhibit 10 is OnePoint Communications, Inc.'s Small and Minority Owned Business Participation Plan in accordance with Tennessee Code Annotated § 65-5-212 which was previously approved in the resale application..

IV. CONCLUSION

The telecommunications industry is growing and changing at an impressive pace. The entry of OnePoint Communications, Inc. into the local exchange market will enhance competition in the provision of telecommunications services within the State of Tennessee as prescribed by the Tennessee Legislature in Chapter 408 of the Public Acts of 1995 and by the Federal Telecommunications Act of 1996. OnePoint will bring significant benefits to telecommunications users in the State of Tennessee. Applicant's expertise will permit it to select the most economic and efficient services, thereby providing subscribers with a better combination of price, quality, and subscriber service than other carriers. Accordingly, Applicant anticipates its proposed service will provide subscribers with better quality services and will increase consumer choice of innovative, diversified, and reliable service offerings.

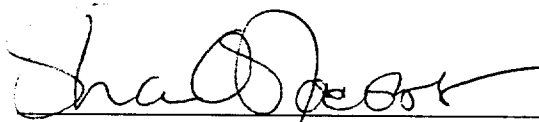
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FEB 17 11 50 AM
COMMUNICATIONS
DIVISION

Wherefore, OnePoint Communications, Inc. requests that the Tennessee Regulatory Authority approve its application for a Certificate of Public Convenience and Necessity to provide facilities-based local exchange, exchange access, and interexchange telecommunications services throughout the State of Tennessee.

V. STATEMENT OF ADHERENCE TO RULES

OnePoint Communications, Inc. agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the Tennessee Regulatory Authority.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Sharon O. Jacobs", is written over a horizontal line.

Sharon O. Jacobs, Esq.

John Knox Walkup, Esq.

WYATT, TARRANT & COMBS

1500 Nashville City Center

511 Union Street

Nashville, TN 37219

Tel: (615) 244-0020

Fax: (615) 256-1726

OnePoint Communications Tennessee Business Plan

The Telecommunications Act of 1996 allowed for competition in the Local Exchange Carrier (local telephone service) markets. To that end, OnePoint Communications, is a competitive local exchange carrier (CLEC) currently operating in twelve states plus the District of Columbia. OnePoint is based in Chicago with corporate offices in Washington, D.C., Atlanta, Denver and Phoenix and a customer care center in Largo, Maryland.

OnePoint currently is the leading CLEC provider of communications services for residents of apartment communities. OnePoint provides bundled local and long distance telephone as well as high speed internet service to residential multiple dwelling units.

OnePoint gains premise access by contracting with location owners for exclusive marketing access. Services are provisioned through resale of RBOC and IXC products and services. Prices for products and services are generally at or below existing retail levels.

During the first one to three years of operation, OnePoint would seek to replicate its exclusive marketing, residential multiple dwelling unit resale approach in Tennessee. The initial markets would be Nashville, Memphis and Chattanooga. Following the development of a residential subscriber base, OnePoint would seek to deploy a Class 5 switch functionality in the Nashville area with Lucent Pathstar or equivalent technology together with interoffice facilities self-constructed or UNEs. The facilities-based configuration may well utilize unbundled network elements to enhance and supplement OnePoint facilities.

Background of Principals

Mr. James A. Otterbeck is President/General Partner of The VenCom Group, Inc., a venture capital company that invests in communications-related endeavors. As founder of The VenCom Group, he directs the placement and ongoing management of the company's \$125 million fund while maintaining an active role in several of its portfolio companies. OnePoint Communications, Corp., VenCom's largest investment, was founded by Mr. Otterbeck in 1995. He is currently Chairman of OnePoint Communications, Corp. OnePoint seeks to provide competitive bundled telecommunications and entertainment services to apartment dwellers. In addition to his role at OnePoint Communications, Mr. Otterbeck is Chairman of Complus, a supplier of engineering services to telecommunications firms. Previous to his venture capital work, Mr. Otterbeck co-founded and managed the global communications practice for a major management-consulting firm. He was directly responsible for generating and managing 100% growth per year for four consecutive years. During his tenure, Mr. Otterbeck assisted senior management of communications companies with strategic and operational issues such as British Telecom, South Africa Telecom, Southwestern Bell, Bell Atlantic and others in the United States, Europe and Africa. Additionally, he provided strategic input and due diligence on several major acquisitions and joint ventures within the communications industry. Prior to these roles, Mr. Otterbeck worked for AT&T Bell Laboratories in product design and management. He also brings experience from IBM, where he worked in sales and marketing for the National Accounts Division. He received his BBA in Decision Sciences from the University of Iowa and his MBA from Kellogg Graduate School of Management at Northwestern University.

Mr. William F. Wallace is CEO of OnePoint Communications, and all of its operating companies, leading it since June of 1996. He has experience in growing a business from start-up through rapid growth. Mr. Wallace comes to OnePoint Communications from the Chief Operating Officer role at Gemini Consulting – a global management consulting firm. He was responsible for the day-to-day operations of the \$500 million revenue business. Prior to that he co-founded and built a \$100 million communications business unit for Gemini, leading its growth from \$10 million to \$100 million in three years. Mr. Wallace brings over 15 years of experience in telecommunications. He has worked closely with senior executives at three of the top global telecommunications companies, leading teams to implement strategic and operational programs that generated benefits well in excess of \$75 million. Mr. Wallace has also worked in marketing, planning, and budgeting for companies in the financial services and building products industries for Harcomm Associates. He received his BA in Government at Harvard College with a secondary concentration in Economics and his MBA at Harvard Graduate School of Business.

Mr. John D. Stavig is Chief Financial Officer for OnePoint Communications Corp. and all of its operating companies. He joined OnePoint Communications with experience in venture capital, management consulting, and finance. As a founding member of The VenCom Group, Mr. Stavig has directed the acquisition and management of several high-growth firms within the communications industry. Most recently, he directed a 500% revenue increase and profitability turnaround while serving as Chief Executive Officer and Chief Financial Officer for ComPlus, a supplier of engineering services to telecommunications firms. During his tenure with Arthur Andersen and Gemini Consulting, Mr. Stavig designed financial and operational reporting systems to support the restructuring of two major telecommunications providers. Working with a leading PTT, he directed the review of a \$20 billion services portfolio and developed leading-edge cost models to support both operational and marketing decisions. Mr. Stavig has a background in commercial lending in addition to working with start-up ventures. He is currently on the Board of Directors for OnePoint Communications and ComPlus. Mr. Stavig has a BS from the University of Minnesota and an MBA from the Wharton School.

Mr. Scott Martin is Vice President, General Manager – Western Region for OnePoint Communications. Mr. Martin has over 14 years experience in the telecommunications industry. From 1995 to 1998, he served in a leadership capacity for AT&T, supporting Local market entry via both Total Service Resale and Network facilities-based platforms. From 1985 to 1995, Mr. Martin held a variety of sales, consulting, operations, information technology and project management positions within AT&T, both domestically and internationally. Mr. Martin received his B.B.A. from Kennesaw State University.

Mr. William Stipe is Vice President of Engineering and Operations for Telecommunications Services of OnePoint Communications. He has experience in starting up new competitive local exchange services networks and organizations. Mr. Stipe comes to OnePoint from the position of Vice President – Engineering at e.spire Communications, Inc. where he grew its network from ground zero to 25 cities serving over 100,000 lines in two and one half years. For more than 20 years he held assignments with Bell Atlantic ranging from engineering and operations to custom business sales support to financial and management system development. He received his BS in Electrical Engineering at Virginia Tech and his MBA from Virginia Commonwealth University.

Mr. Bob Brown is Vice President, Engineering Services for OnePoint Communications. Mr. Brown comes to OnePoint Communications from Cable & Wireless USA. As Director, Network Engineering he was responsible for the installation, feature testing and expansion of its DMS-250 and DMS-300 domestic and international gateway switches. He also directed the transmission engineering, fiber engineering, and SS7 STP switch engineering departments. Prior to Cable & Wireless, Bob was Vice President of engineering for Datatronix, Inc./Southlake Technologies a manufacturer of communications equipment and systems. He also spent 13 years in the design and manufacture of special communications hardware, systems and test equipment while Manager of Engineering for Atlantic Research Corporation. Bob holds a BSEE degree from the University of Utah and has been granted six U.S. and two foreign patents in the field of communications.

Ms. Marge F. Rodino is Vice President, Human Resources for OnePoint Communications, and all of its operating companies. Ms. Rodino joins OnePoint Communications with over 13 years experience in Human Resources. Most recently, as Director, Human Resources with WorldCom, Inc., she supported Global Network Operations. In this role, she was responsible for the Human Resources function for a group of over 600 employees. During her tenure at WorldCom, Ms. Rodino developed and implemented the first automated corporate compensation planning system. Before joining WorldCom, Ms. Rodino was a consultant with the Human Resources practice of Deloitte & Touche, LLP where she specialized in Human Resources design, compensation and change management for service industry clients. Prior to consulting, Ms. Rodino held a variety of Human Resource management positions within the pharmaceutical division of BASF, specializing in organizational design, employee relations, performance management, recruiting and compensation. Ms. Rodino is a Certified Compensation Professional with the American Compensation Association and received her BS in Management from Northern Illinois University.

James A. Otterbeck, President/General Partner
The VenCom Group
2201 Waukegan Road, Suite E-200
Bannockburn, IL 60015

OnePoint Communications:

William F. Wallace, Chief Executive Officer
5335 Wisconsin Avenue, NW #810
Washington, DC 20015

John D. Stavig, Chief Financial Officer
2201 Waukegan Road, Suite E-200
Bannockburn, IL 60015

William McMoil, Controller/Treasurer
5335 Wisconsin Avenue, NW #810
Washington, DC 20015

Joanne DiGuido, Corporate Secretary
2201 Waukegan Road, Suite E-200
Bannockburn, IL 60015

Mark C. Fuller, President, Network Services Division
5335 Wisconsin Avenue, NW #810
Washington, DC 20015

Jon D. Bergman, Executive Vice President of Operations
1200 Mercantile Lane, Suite 114
Largo, MD 20774

Laurel A. Dent, Executive Vice President of Sales and Marketing
5000 McGinnis Ferry Road
Alpharetta, GA 30202

Mary M. Rodino, Vice President of Business Development and National Accounts
2201 Waukegan Road, Suite E-200
Bannockburn, IL 60015

Scott M. Seawell, Vice President of Marketing
2201 Waukegan Road, Suite E-200
Bannockburn, IL 60015

Ms. Chantal L. Moore, Vice President, General Manager – Central Region
700 South Clinton Avenue, Suite 210
Chicago, IL 60607

Mr. Scott Martin, Vice President General Manager – Western Region
444 North 44th Street, Suite 245
Phoenix, AZ 85008

William Stipe, Vice President of Engineering and Operations for Telecommunications Services
1200 Mercantile Lane, Suite 114
Largo, MD 20774

Bob Brown, Vice President, Engineering Services
5335 Wisconsin Avenue, NW #810
Washington, DC 20015

Marge F. Rodino, Vice President of Human Resources
2201 Waukegan Road, Suite E-200
Bannockburn, IL 60015

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF "ONEPOINT COMMUNICATIONS-GEORGIA, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1997, AT 2:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2721954 8100

971061934

AUTHENTICATION:

8346420

DATE:

02-25-97

**CERTIFICATE OF FORMATION
OF
ONEPOINT COMMUNICATIONS-GEORGIA, LLC**

The undersigned, acting as an authorized signatory pursuant to Section 18-204 of the Delaware Limited Liability Company Act, certifies that:

1. The name of the limited liability company is "OnePoint Communications-Georgia, LLC" (the "Company").
2. The purpose of the Company is to engage in any lawful act or activity for which a limited liability company may be organized under the Delaware Limited Liability Company Act of the State of Delaware (the "Delaware Act").
3. The address of the Company's registered office in the State of Delaware is 15 North Street, Kent County, in the City of Dover. The name of the Company's registered agent at such address is Nationwide Information Services, Inc.
4. The duration of the Company shall be perpetual.
5. In furtherance and not in limitation of the powers conferred by statute, the Company shall be governed by a limited liability company agreement.
6. The Company shall to the fullest extent permitted by Section 18-108 of the Delaware Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under Section 18-108 from and against any and all matters, and the indemnification provided for herein shall not be deemed exclusive of any other right to which any person may be entitled under the limited liability company agreement, or otherwise, as permitted under Section 18-108, as to action in any capacity in which such person served at the request of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of OnePoint Communications-Georgia, LLC this 25th day of February 1997.

ONEPOINT COMMUNICATIONS-GEORGIA, LLC

By: *Vivian S. Godoy*
Name: Vivian S. Godoy
Title: Authorized Signatory

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 01/14/2000
REQUEST NUMBER: 00014535
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 05/21/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0351222
JURISDICTION: DELAWARE

TO:
WYATT TARRANT & COMBS
511 UNION STREET
SUITE 1500
NASHVILLE, TN 37219

REQUESTED BY:
WYATT TARRANT & COMBS
511 UNION STREET
SUITE 1500
NASHVILLE, TN 37219

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ONEPOINT COMMUNICATIONS CORP.",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
TRANSACTION BUSINESS IN THIS STATE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 01/14/00

FROM:
WYATT TARRANT & COMBS (NASHVILLE CITY CT
1500 NASHVILLE CITY
CENTER, 511 UNION
NASHVILLE, TN 37219-1750

RECEIVED:	FEES	
	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00
RECEIPT NUMBER:		00002595282
ACCOUNT NUMBER:		00086973



SS-4458

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF
ONEPOINT COMMUNICATIONS CORP.

ARTICLE ONE

The name of the corporation is OnePoint Communications Corp.

ARTICLE TWO

The address of the corporation's registered office in the State of Delaware is 9 Loockerman Street, in the City of Dover, County of Kent, 19901. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the corporation has authority to issue is one thousand (1,000) shares of Common Stock, par value one cent (\$0.01) per share.

ARTICLE FIVE

The name and mailing address of the sole incorporator are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Thaddine G. Gomez	200 East Randolph Drive Suite 5700 Chicago, Illinois 60601

ARTICLE SIX

The corporation is to have perpetual existence.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

ARTICLE EIGHT

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

ARTICLE NINE

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE NINE shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

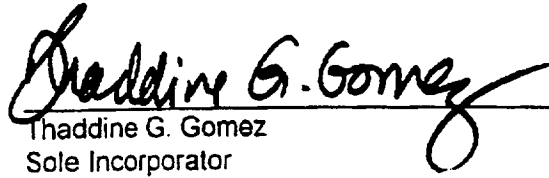
ARTICLE TEN

The corporation expressly elects not to be governed by §203 of the General Corporation Law of the State of Delaware.

ARTICLE ELEVEN

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 26th day of March, 1998.


Thaddine G. Gomez
Sole Incorporator

Management Team Profiles

Mr. William F. Wallace is CEO of OnePoint Communications, and all of its operating companies, leading it since June of 1996. He has experience in growing a business from start-up through rapid growth. Mr. Wallace comes to OnePoint Communications from the Chief Operating Officer role at Gemini Consulting – a global management consulting firm. He was responsible for the day-to-day operations of the \$500 million revenue business. Prior to that he co-founded and built a \$100 million communications business unit for Gemini, leading its growth from \$10 million to \$100 million in three years. Mr. Wallace brings over 15 years of experience in telecommunications. He has worked closely with senior executives at three of the top global telecommunications companies, leading teams to implement strategic and operational programs that generated benefits well in excess of \$75 million. Mr. Wallace has also worked in marketing, planning, and budgeting for companies in the financial services and building products industries for Harcomm Associates. He received his BA in Government at Harvard College with a secondary concentration in Economics and his MBA at Harvard Graduate School of Business.

Mr. John D. Stavig is Chief Financial Officer for OnePoint Communications Corp. and all of its operating companies. He joined OnePoint Communications with experience in venture capital, management consulting, and finance. As a founding member of The VenCom Group, Mr. Stavig has directed the acquisition and management of several high-growth firms within the communications industry. Most recently, he directed a 500% revenue increase and profitability turnaround while serving as Chief Executive Officer and Chief Financial Officer for ComPlus, a supplier of engineering services to telecommunications firms. During his tenure with Arthur Andersen and Gemini Consulting, Mr. Stavig designed financial and operational reporting systems to support the restructuring of two major telecommunications providers. Working with a leading PTT, he directed the review of a \$20 billion services portfolio and developed leading-edge cost models to support both operational and marketing decisions. Mr. Stavig has a background in commercial lending in addition to working with start-up ventures. He is currently on the Board of Directors for OnePoint Communications and ComPlus. Mr. Stavig has a BS from the University of Minnesota and an MBA from the Wharton School.

Mr. William McMoil has served as Controller for OnePoint Communications since January 1998 and Treasurer since December of 1998. Mr. McMoil comes to OnePoint with 12 years of experience in the fields of finance, planning and accounting for a number of businesses. Mr. McMoil served as Controller for IoWave, Inc., a wireless telecommunications equipment manufacturer from May to December 1997. From 1995 to 1997, Mr. McMoil served as Regional Controller and Director of Finance for Stewart Title, where he was responsible for extensive planning, startup, acquisition, and joint-venture activity. He has also worked as financial director of companies in the retail, wholesale/distribution and title insurance industries. Mr. McMoil received his BA from Furman University and his MBA from George Mason University.

Ms. Joanne DiGuido is the Corporate Secretary for OnePoint Communications Corp. and all of its operating companies. Ms. DiGuido manages the support staff and the day-to-day operations of OnePoint Communications' headquarters in Illinois. Prior to joining OnePoint Communications, Ms. DiGuido worked as an office manager for six years at a major international consulting firm where she managed a multi-million dollar budget, a 15,000 sqft. facility, and managed a support staff of fifteen in Chicago. Additionally, she worked for a small luxury hotel management firm in sales and marketing for fourteen privately-held hotel properties. Ms. DiGuido holds a BA in Business Administration, Merchandising, and French from Rosary College, River Forest, Illinois.

Mr. Mark C. Fuller is President of OnePoint Communications Network Services Division. He joined OnePoint Communications with market experience in long distance and CLEC (competitive local exchange) companies. Roles in these markets encompassed managing functional areas in sales, marketing, operations and engineering. While at MCI he was responsible for Baseband Management and Engineering which focused on the implementation of the MCI fiber backbone. Later responsibilities included pre and post sale support for account teams as well as project management of large customer network implementations on both the commercial and government sides of the business. As a Director of the MCI account team at CLEC, Teleport Communications Group, Mr. Fuller oversaw the 400% increase of annual revenue contribution in a 15 month time period. Mr. Fuller next moved to start-up CLEC ACSI (later e.spire Communications) to become jointly the Vice President of the AT&T account team and Vice President of the Network Services organization. Later positions included Regional Vice President/GM with profit and loss responsibility for the 16 city Eastern Region followed by heading the switched services and engineering organizations. Mr. Fuller has a BS in Engineering from the United States Military Academy at West Point, New York.

Ms. Laurel A. Dent is Executive Vice President, Sales and Marketing for OnePoint Communications. As a principle with the VenCom Group, Ms. Dent was responsible for the initial study of the RMTS industry and the creation of the in-house business plan to obtain funding for OnePoint from the venture fund partners. She comes to OnePoint Communications with ten years experience in a variety of business development, sales and marketing positions within telecommunications and other service firms. Prior to joining OnePoint, Ms. Dent worked for a European PTT identifying and implementing revenue growth opportunities. She directed the largest customer needs-based segmentation study in telecommunications history, which led to the identification of a new customer segment worth \$1.5 billion and then directed the implementation of targeting approaches to attract these customers. By developing new selling techniques, Ms. Dent also improved revenues in both direct and telemarketing channels for business and residential customers. Previous to her tenure in Europe, Ms. Dent designed new business customer service centers to improve customer revenues and operating efficiencies for BCTel - a Canadian provincial carrier. Prior to working in the communications industry, she worked for the Marriott Corporation in sales and marketing, responsible for developing, launching, and marketing a new chain of motels. Ms. Dent received her BA in Economics from Pomona College and her MBA from the Kellogg Graduate School of Management at Northwestern University.

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Mr. Jon D. Bergman is Executive Vice President of Operations. Mr. Bergman joined OnePoint Communications with over twenty years of telecommunications operations and systems experience. As Sr. Principal for American Management Systems (AMS), he managed all strategic vendor relationships for the \$250 Million Telecommunications Industry Group. In addition, he was a key member of an executive management team developing AMS' future billing and customer care products. Prior to AMS, Mr. Bergman was responsible for marketing and business development for the \$100 Million Telecommunications and Information Systems Group at Science Applications International Corp. (SAIC). Throughout his career, Mr. Bergman has been involved in Information Systems and Software Development for telecommunications products and services including voice and data applications. Mr. Bergman received his BS in Computer Science from the University of Maryland and his MS in Information Systems Management from George Washington University.

Ms. Laurel A. Dent is Executive Vice President, Sales and Marketing for OnePoint Communications. As a principle with the VenCom Group, Ms. Dent was responsible for the initial study of the RMTS industry and the creation of the in-house business plan to obtain funding for OnePoint from the venture fund partners. She comes to OnePoint Communications with ten years experience in a variety of business development, sales and marketing positions within telecommunications and other service firms. Prior to joining OnePoint, Ms. Dent worked for a European PTT identifying and implementing revenue growth opportunities. She directed the largest customer needs-based segmentation study in telecommunications history, which led to the identification of a new customer segment worth \$1.5 billion and then directed the implementation of targeting approaches to attract these customers. By developing new selling techniques, Ms. Dent also improved revenues in both direct and telemarketing channels for business and residential customers. Previous to her tenure in Europe, Ms. Dent designed new business customer service centers to improve customer revenues and operating efficiencies for BCTel - a Canadian provincial carrier. Prior to working in the communications industry, she worked for the Marriott Corporation in sales and marketing, responsible for developing, launching, and marketing a new chain of motels. Ms. Dent received her BA in Economics from Pomona College and her MBA from the Kellogg Graduate School of Management at Northwestern University.

Ms. Mary M. Rodino is Vice President of Business Development and National Accounts for OnePoint Communications. Ms. Rodino joins OnePoint Communications with over 15 years experience in the telecommunications industry. Most recently, as General Manager for AT&T, she managed a global sales force with acquisition and growth responsibility for over \$150 million in network revenues. In addition, she was responsible for establishing global sales branches in Chicago and Minneapolis, and was successful in acquiring over \$50 million in new voice and data networking business within three years. Prior to these positions, Ms. Rodino held a wide variety of sales, operations, quality management and consulting positions within AT&T. She was responsible for developing a customer focused shared expectations process that is now used nationwide within AT&T. She received her B.S. in Occupational Therapy from the University of Illinois-Medical Center and an MBA in Marketing and Finance from the University of Illinois.

Mr. Scott M. Seawell is Vice President of Marketing for OnePoint Communications. Mr. Seawell joined OnePoint Communications with fifteen years experience in the telecommunications industry. Prior to joining, Mr. Seawell worked for Ameritech as General Manager responsible for the marketing and sales to Ameritech's Multi-Dwelling Unit program. Also, while at Ameritech, Mr. Seawell managed the marketing and sales efforts for the home-based business segment, the Internet sales channel, and retail sales. Throughout his career, he has functioned in all aspects of the telecommunications industry from strategy, product introduction, marketing, sales, operations, and technology. He has a proven track record in building and operationalizing segment-specific marketing and sales programs. Mr. Seawell also held positions at Booz, Allen & Hamilton's Telecommunications practice, a management consulting firm and AT&T, including Bell Laboratories and Business Communications Services. Mr. Seawell received his BS in Computer Science and Mathematics from the University of Wisconsin-Eau Claire, his MS in Computer Science from Arizona State University, and his MBA from the Graduate School of Business at the University of Chicago.

Ms. Chantal L. Moore is Vice President, General Manager - Central Region for OnePoint Communications. Ms. Moore joined OnePoint from the VenCom Group, where she was responsible for deal assessments including technology feasibility assessment of telecommunications and high technology opportunities. Ms. Moore brings to OnePoint, a combination of experience in customer analysis, communications technologies and operational implementation. Ms. Moore worked with British Telecom in defining and implementing their new intelligent network to deliver services based on detailed analyses of the needs and requirements of different customer sets. Prior to entering telecommunications, Ms. Moore worked in robotics research for NASA, the US Navy, and the Getty group. Specifically, she designed and built control systems for autonomous mobile robots designed to operate in hazardous environments. She has also designed and developed various intelligent robotic systems for industrial applications, and is published in the IEEE. Ms. Moore received both her B.S. in Aeronautical and Astronautical Engineering and a M.S. degree in Mechanical Engineering from the Massachusetts Institute of Technology.



FILE COPY

2201 Waukegan Road
Suite W-100
Bannockburn, IL 60015

(847) 374-3700 *telephone*
(847) 374-3701 *fax*

June 15, 1999

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

**Re: OnePoint Communications-Georgia, L.L.C. - REVISED -
Small and Minority-Owned Telecommunications Business Participation Plan**

Dear Mr. Waddell:

Enclosed you will find an original and four copies of OnePoint Communications-Georgia, L.L.C. Small and Minority-Owned Telecommunications Business Participation Plan. This plan is provided pursuant to T.C.A. 65-4-212 that requires all Competing Telecommunications Service Providers provide a plan. Our Company ID is 128195.

OnePoint previously provided this information to you on June 14th. We have since changed the "Administrator" of our plan to Mr. Mike Williams. Please replace the prior plan with the plan enclosed.

Please refer any questions regarding this plan to me at (847) 374-3734.

Sincerely,

Richard P. Kolb
Director-Regulatory Affairs

Enclosures

Airborne to Comm. 6/15/99 - revision

OnePoint Communications-Georgia, L.L.C.

**SMALL AND MINORITY OWNED
TELECOMMUNICATIONS BUSINESS PARTICIPATION
PLAN**

Submitted to:

**Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505**

Submitted by:

**OnePoint Communications-Georgia, L.L.C.
Pursuant to Section 16, Chapter 408
Public Acts of 1995 dated June 6, 1995.**

**SMALL AND MINORITY OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN OF
OnePoint Communications-Georgia, L.L.C.**

Policy Statement

OnePoint Communications-Georgia, L.L.C. d/b/a OnePoint Communications ("OnePoint") acknowledges the importance of supporting small and minority owned telecommunications business participation in the telecommunications industry and the overall general business participation in the telecommunications Tennessee business operations, it is the policy of OnePoint Communications to provide practicable opportunity for Small Telecommunications and Minority Owned Telecommunications Business to compete for contracts and subcontracts for goods and of like-kind goods and services to OnePoint. OnePoint Communications is committed to the identification and selection of qualified Small Telecommunications Business and Minority Owned Telecommunications Business in this respect.

Further, with respect to its Tennessee business operations, it is the policy of OnePoint Communications to provide information on programs, if any, to provide technical assistance to Small Telecommunications Business and Minority Owned Telecommunications Businesses when and where available in Tennessee.

Further, OnePoint Communications acknowledges its obligation to contribute its share to the fund established by the Department of Economic and Community Development in accordance with Section 17 of Chapter 408 of the Public acts of 1995 (the "Act") for the purpose of funding the small and minority owned telecommunications business assistance program which provides for loan guarantees, technical assistance and services, and consulting education services.

Definitions

"Act" – Section 16 and 17 of Chapter 408 of the Public Acts of 1995.

"Minority Owned Telecommunications Business" – a telecommunications business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages the daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000), or as otherwise modified or amended in the future by the legislature for the State of Tennessee.

- a) "Personally Manages" in this context shall mean actively involved in the day-to-day management.

- b) "Controls" in this context shall mean exercising the power to make policy decisions.
- c) "Who is impeded from normal entry" in this context shall mean individuals who have been subjected to racial or ethnic prejudice or cultural bias because of their identity as a member of a group without regard to their qualities as individuals and as provided in the regulations implementing Sections 8(a) and 7(j) of the Small Business Act, as amended by the Business Opportunity Development Reform Act of 1988, and Business Opportunity Development Reform Act Technical Corrections Act, (15 U.S.C. 637(a) and 636(j), as amended by Pub. L. 100-656 and Pub. L. 101-37.

"Small Telecommunications Business" – A telecommunications company with annual gross receipts of less than four million dollars (\$4,000,000), or as otherwise modified or amended in the future by the legislature for the State of Tennessee.

"Subcontract" – Any agreement (other than one involving an employer-employee relationship) entered into by OnePoint Communications with a non-affiliated company or individual call for direct or indirect purchase of raw materials, components, supplies and services needed to support OnePoint Communications' operations.

Goals

The goals of OnePoint Communications' Small and Minority Owned Telecommunications Business Participation Plan is to identify Small Telecommunications Business and Minority Owned Telecommunications Businesses which are qualified to provide goods and services and to promote awareness among Small Telecommunications Businesses as to opportunities to develop business relationships with OnePoint Communications.

Plan Implementation

OnePoint Communications will invite bids, or issue reports for proposals, or otherwise solicit offers from Small Telecommunications Business and Minority Owned Telecommunications Business, except in the case of emergencies, or in cases where OnePoint Communications is bound by contract to purchase goods and services from other sources, to furnish specified goods or services to OnePoint Communications in furtherance of its Tennessee operations.

Plan Administration

In conducting its business affairs in Tennessee, OnePoint Communications will appoint one of its employees as the Administrator of the Small and Minority Owned Telecommunications Business Participation Plan. The Administrator will be responsible for obtaining and utilizing available resources for identifying Small Telecommunications

Business and Minority Owned Telecommunications Businesses interested and qualified in furnishing goods and services to OnePoint Communications and to cultivate an awareness among such businesses as to any opportunities to develop business relations with OnePoint Communications. The Administrator will also serve as a resource for technical assistance to Small Telecommunications Businesses and Minority Owned Telecommunications Business and will refer such businesses to sources of information and other technical assistance.

Plan Administrator

The administration of this Plan will be under the direction of (hereinafter called the "Administrator"):

Name: Mr. Mike Williams
Title: Area Director
Address: 2212 Union Road, Suite 700
P.O. Box 1100-412
Gastonia, NC 28053
Telephone: (704) 864-9640
Fax: (704) 866-9454

The duties of the Administrator are, among other things:

1. To develop policies and procedures to assure success of the Plan.
2. To maintain a current Plan acceptable to the Tennessee Regulatory Authority.
3. To conduct certification surveys as to the status of suppliers.
4. To establish and maintain a database and records in support of the Plan pursuant to the requirements of the Tennessee Regulatory Authority.
5. To search diligently for qualified small and minority owned telecommunications businesses and concerns through:
 - a. The Small Business Administrations' Procurement Automated Source System (PASS), and publications of the Office of Minority Business Data Center in the Department of Commerce and the Office of Minority Small Business and Capital Ownership Development in the Small Business Administration.
 - b. Local and national associations and Minority Supplier Development councils.
 - c. Participation in trade fairs and industry meetings.
 - d. Advertisement in the industry and local publications.

6. To prepare and submit such forms and information as may be required by the Tennessee Regulatory Authority.
7. Maintain liaison and cooperation with the Tennessee Regulatory Authority, and other agencies of the state of Tennessee to find and utilize qualified business concerns defined herein.
8. To support activities for assisting buyers in locating and qualifying the business concerns defined herein.
9. To provide required records and reports to cooperate in any authorized surveys by the Tennessee Regulatory Authority.

Compliance Records

OnePoint Communications will submit reports, as may be required, for use in connection with subcontracting plans by the Tennessee Regulatory Authority and/or the State of Tennessee. OnePoint Communications will cooperate fully with all reasonable and appropriate surveys or studies required by the contracting agency in determining program compliance. However, OnePoint Communications reserves the right to designate documents, reports, surveys and/or studies as "confidential" or "proprietary".

Record Maintenance

OnePoint Communications will maintain records relating to OnePoint Communications' Small and Minority Owned Telecommunications Business Participation Plan for the purpose of evidencing the implementation of this policy, for use by OnePoint Communications in evaluating the effectiveness of the Plan and in obtaining the goals of the Plan, and for use in updating the Plan on an annual Basis with the Tennessee Regulatory Authority, or as otherwise required.

ADOPTED this 15th day of June, 1999.

OnePoint Communications-Georgia, L.L.C.

By: Richard P. Kolb
Richard P. Kolb
Director-Regulatory Affairs